

E TRADE FINANCIAL CORP  
Form 8-K  
June 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of report: June 8, 2009**

(Date of earliest event reported)

**E\*TRADE Financial Corporation**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of

**1-11921**  
(Commission File Number)

**94-2844166**  
(I.R.S. Employer

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incorporation or organization)

**135 East 57th Street, New York, New York 10022**

Identification Number)

(Address of Principal Executive Offices and Zip Code)

**(646) 521-4300**

(Registrant's Telephone Number, including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendment to Articles of Incorporation of Bylaw; Change in Fiscal Year.**

Effective June 8, 2009, the Board of Directors of E\*TRADE Financial Corporation adopted resolutions amending the bylaws of E\*TRADE. Attached as Exhibit 3.1 is the text of the amendment to the Bylaws. The amendment provides for an additional medium through which notice of a special meeting can be provided to members of the Board, reduces the advance notice period for providing notice of a special meeting to the Board and expands the list of persons who may send notice of a special meeting to Board.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendments to the Bylaws of E*TRADE Financial Corporation, effective June 8, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**E\*TRADE FINANCIAL CORPORATION**

Date: June 10, 2009

By: /s/ Karl A. Roessner  
Name: Karl A. Roessner  
Title: Corporate Secretary

**EXHIBIT INDEX**

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